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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 21, 2002

APPLICATION OF

ANTHEM, INC.

and

CASE NO. INS-2002-00131

TRIGON HEALTHCARE, INC.,

Applicants.

ORDER GRANTING CONFIDENTIAL TREATMENT

On May 31, 2002, Anthem, Inc. ("Anthem") and Trigon Healthcare, Inc. ("Trigon") (collectively "Applicants") filed a Form A Application for Approval of Acquisition and Control of or Merger with a Domestic Insurer or Health Maintenance Organization ("Form A") with the State Corporation Commission ("Commission") for approval, pursuant to § 38.2-1326 of the Code of Virginia, of Anthem's proposed acquisition of Trigon. The Bureau of Insurance has submitted to the Applicants a First Set of Discovery Requests related to matters pertaining to this proceeding and the Applicants have filed a Motion for a Protective Order in which they seek the confidential treatment of certain information they intend to provide in response to that request from the Bureau of Insurance.

After reviewing the Applicant's Motion, the Commission is of the opinion and finds that a protective order setting forth

the procedures by which confidential information produced by the Applicants for the Bureau of Insurance will be handled should be entered.

Accordingly, IT IS ORDERED THAT:

(1) Any documents, materials, and information produced by the Applicants to the Bureau of Insurance that the Applicant designates and clearly marks as confidential or as containing trade secrets, privileged or confidential commercial or financial information ("confidential information"), on and after the date of this Order shall be produced, examined and used only in accordance with the conditions set forth herein.

(2) All confidential information produced by the Applicants shall be used solely for the purposes of this proceeding (including any appeals).

(3) Access to confidential information shall be provided and specifically limited to the Staff of the Bureau of Insurance, their counsel, and consultants, and to support personnel working on the case under the supervision of said counsel or consultants and to whom it is necessary that the confidential information be shown for purposes of this proceeding, so long as each such person has executed an Agreement to Adhere to Order Granting Confidential Treatment ("Agreement"), which is Attachment A to this Order. The Staff of the Bureau of Insurance and their counsel are not required to

sign the Agreement but are hereby ordered to preserve the confidentiality of the materials. All Agreements shall be promptly forwarded to the producing party upon execution.

(4) The Bureau of Insurance may object to the confidential designation of particular information by filing a motion with the Commission. The Commission or Hearing Examiner, if one is assigned, will conduct an in camera review of the challenged documents, materials, or information. The burden of proving that documents, materials, or information should be designated as confidential shall be upon the Applicants. In no event shall any person disclose the confidential information it has received subject to this Order absent a finding by the Hearing Examiner or the Commission that such information does not require confidential treatment. The below procedure shall be followed in the event that objection is made to the classification of any information as being confidential information.

(a) Within three (3) business days of the filing of a motion objecting to the designation of a document as confidential, the Applicants shall file a reply. The reply shall respond to each and every document and all information that is subject to the motion. The reply shall: (1) Describe each document and all information, such description to include the character and contents of each document and all information; (2) Explain in detail why the information requires confidential treatment; and (3) Describe and explain in detail all harms that might be suffered as a result of

the failure of the document to be treated as confidential.

(b) Within two (2) business days of the filing of the reply, the Bureau of Insurance may file a response.

(5) In the event that the Bureau of Insurance seeks permission to grant access to any person other than a person authorized to receive such information under Paragraph (3) above, the person desiring permission shall obtain the consent of counsel of the Applicants. In the event of a negative response, the Bureau of Insurance may file a motion with the Commission or any Hearing Examiner subsequently assigned for such permission and shall bear the burden of proving the necessity for such disclosure.

(6) The Applicants shall be under no obligation to furnish confidential information to persons other than those authorized to receive such information under paragraph (3) above unless specifically ordered by the Commission or a Hearing Examiner to do so.

(7) The Applicants are obligated to separate to the fullest extent practicable non-confidential documents, materials, and information without restriction.

(8) To the extent that the Applicants contend that they should not produce certain items of information because the terms of this Order do not provide sufficient protection to

prevent harm to the Applicants, the Applicants may file a motion with the Commission or assigned Hearing Examiner requesting additional protective treatment. The Applicants shall have the burden to demonstrate to the satisfaction of the Commission or Hearing Examiner that this Order does not provide the information sufficient protection and that the proposed restrictions are necessary.

(9) In the event the Bureau of Insurance seeks to introduce at a hearing testimony, exhibits, or studies that disclose confidential information, the Bureau of Insurance shall:

(a) Notify the Applicants at least three (3) business days in advance of any such hearing and

(b) in the event that the testimony of the Bureau of Insurance is to be prefiled, the Bureau of Insurance shall file unredacted copies of testimony, exhibits or studies with the Commission under seal, and also file with the Commission redacted copies of all such information, and serve on the Applicants unredacted copies of the testimony, exhibits, or studies and upon any other party redacted copies of such testimony, exhibits or studies deleting those parts that contain references to or portions of the designated confidential information. The testimony, exhibits, or studies containing the confidential information filed with the Commission shall be under seal unless and until the Commission rules to the contrary.

(10) Oral testimony regarding confidential information, if ruled admissible by the Commission or Hearing Examiner, will be taken in camera and that portion of the transcript recording such testimony shall be placed in the record under seal.

(11) No person authorized under this Order to have access to confidential information shall disseminate, communicate or reveal any such confidential information to any person not specifically authorized under this Order or subsequent order or ruling by the Commission to have access.

(12) At the conclusion of this proceeding (including any appeals), any originals or reproductions of any confidential information produced pursuant to this Order shall be returned to the Applicants or destroyed if requested to do so by the Applicants. At such time, any originals or reproductions of any confidential information in the Bureau of Insurance's possession will be returned to the Applicants, destroyed or kept with the Bureau of Insurance's permanent work papers in a manner that will preserve the confidentiality of the confidential information. Insofar as the provisions of this Order restrict the communications and use of the confidential information produced thereunder, such restrictions shall continue to be binding after the conclusion of this proceeding (including any appeals) as to the confidential information.

(13) Any person who obtains confidential information and thereafter misuses it in any way shall be subject to sanctions as the Commission may deem appropriate, in addition to any other liabilities that might attach from such misuse.

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AGREEMENT TO ADHERE TO ORDER  
GRANTING CONFIDENTIAL TREATMENT

I, \_\_\_\_\_, on behalf of and  
representing \_\_\_\_\_, hereby acknowledge  
having read and understood the terms of the Order Granting  
Confidential Treatment entered in this proceeding, and agree to  
treat all confidential information that I receive, review, or to  
which I have access in connection with Case No. INS-2002-00131,  
as set forth in that Order.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

On behalf of: \_\_\_\_\_